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THIS INSTRUMENT OF RELEASE, made this 26th day of November 1971, between CHEMICAL BANK, Corporate Trustee ("Trustee") under the Consolidated Mortgage dated as of March 15, 1971, by and between Seaboard Coast Line Railroad Company and Chemical Bank and L. F. Sadler, Trustees, and SEABOARD COAST LINE RAILROAD COMPANY, a Virginia corporation ("Railroad");

WHEREAS, Railroad has advised that the National Railroad Passenger Corporation ("Amtrak") has agreed to purchase, and Railroad has agreed to sell, the passenger rolling stock ("Equipment") identified in Exhibit A attached hereto and made a part hereof; and

WHEREAS, Railroad has advised that Amtrak and Railroad have entered into an agreement dated October 21, 1971, and agreed to October 25, 1971, for the sale and purchase of the Equipment; and

WHEREAS, Railroad has advised that the sale and conveyance was authorized by a resolution adopted by the Board of Directors of Railroad at its meeting held on July 15, 1971; and

WHEREAS, the Equipment is subject to the lien of said Consolidated Mortgage; and

WHEREAS, L. F. Sadler, Individual Trustee under said Consolidated Mortgage, is relieved by Section 10.06 of Article Ten of said Consolidated Mortgage of any obligation to join in the giving of a release pursuant to Article Five of said Consolidated Mortgage;

NOW, THEREFORE, THIS INSTRUMENT WITNESSETH:

That, for and in consideration of the premises and the covenant of Railroad to deposit with Trustee the proceeds in the amount of \$856,093.17 from the sale of the Equipment by Railroad to Amtrak, Trustee does remise and release, and has remised and released, unto Railroad, the Equipment, pursuant to the provisions of Section 5.02 of Article Five of said Consolidated Mortgage.

IN WITNESS WHEREOF Railroad and Trustee have caused these presents to be duly signed and sealed, as of the day and year first above written.

Attest:

By

Assistant Secretary

Attest:

Assistant Secretary

SEABOARD COAST LINE RAILROAD COMPANY

By

D. C. [Signature], Vice President - Operations

CHEMICAL BANK

By

Senior Trust Officer

## EXHIBIT A

<u>Description of Item</u>	<u>Seller's Car No.</u>	<u>Description of Item</u>	<u>Seller's Car No.</u>
Dining Car	5953	Sleeper (10-6)	6637
Dining Car	5957	Sleeper (10-6)	6645
Dining Car	5958	Sleeper (10-6)	6651
Dining Car	5905	Sleeper (11DB)	6106
Dining Car	5906	Coach	5100
Dining Car	5907	Coach	5101
Dining Car	5908	Coach	5102
Dining Car	5923	Coach	5103
Dining Car	5925	Coach	5104
Dining Car	5950	Coach	5105
Dining Car	5951	Coach	5110
Dining Car	5952	Coach	5111
Dining Car	5954	Coach	5112
Dining Car	5955	Coach	5120
Dining Car	5956	Coach	5121
Dining Car	5961	Coach	5250
Lounge Car	5830	Coach	5251
Lounge Car	5831	Coach	5252
Lounge Car	5832	Coach	5253
Lounge Car	5833	Coach	5400
Lounge Car	5834	Coach	5401
Lounge Car	5835	Coach	5402
Lounge Car	5836	Coach	5403
Sleeper Lounge	6603	Coach	5404
Sleeper Lounge	6604	Coach	5405
Sleeper Lounge	6605	Coach	5406
Sleeper Lounge	6606	Coach	5407
Sleeper Lounge	6607	Coach	5408
Baggage-Dorm	5010	Coach	5409
Baggage-Dorm	5014	Coach	5410
Baggage-Dorm	5015	Coach	5411
Baggage-Dorm	5016	Coach	5412
Baggage-Dorm	5018	Coach	5413
Baggage-Dorm	5019	Coach	5414
Baggage-Dorm	5020	Coach	5415
Baggage	5000	Coach	5416
Baggage	5002	Coach	5450
Sleeper (7-2)	6200	Coach	5451
Sleeper (7-2)	6201	Coach	5452
Sleeper (7-2)	6202	Coach	5453
Sleeper (7-2)	6203	Coach	5454
Sleeper (7-2)	6204	Coach	5455
Sleeper (7-2)	6205	Coach	5456
Sleeper (10-6)	6629	Coach	5457
Sleeper (10-6)	6630	Coach	5458
Sleeper (10-6)	6633	Coach	5459
Sleeper (10-6)	6634	Coach	5460
Sleeper (10-6)	6635	Coach	5461
Sleeper (10-6)	6636	Coach	5462

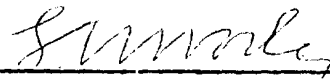
## EXHIBIT A

- 2 -

<u>Description of Item</u>	<u>Seller's Car No.</u>
Coach	5463
Coach	5464
Coach	5465
Coach	5466
Coach	5467
Coach	5468
Coach	5469
Coach	5478
Coach	5479
Coach	5480
Coach	5600
Coach	5601
Coach	5602
Coach	5603

COUNTY OF DUVAL,) ss:

On this 30<sup>th</sup> day of ~~NOVEMBER~~ 1971, before me personally appeared D. C. Hastings, to me personally known, who being by me duly sworn, says that he is a Vice President of SEABOARD COAST LINE RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



NOTARY PUBLIC

(SEAL)

My Commission Expires 7-17-74.

CITY OF NEW YORK )

COUNTY OF NEW YORK) ss:

On this 30<sup>th</sup> day of ~~NOVEMBER~~ 1971, before me personally appeared M. F. Badami, to me personally known, who being by me duly sworn, says that he is the Senior Trust Officer of CHEMICAL BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
NOTARY PUBLIC

(SEAL)

My Commission Expires \_\_\_\_\_.

JOHN L. BERVAR  
Notary Public, State of New York  
No. 41-5303890  
Qualified in Queens County  
Cert. filed in New York County  
Term Expires March 30, 1972

CERTIFICATE

UNITED STATES OF AMERICA ss:  
DISTRICT OF COLUMBIA

I, Walton N. Smith certify that I have compared the foregoing copy of an Instrument of Release with the original document and that it is a true and correct copy in all respects.

Date December 3, 1971

Walton N. Smith  
Walton N. Smith  
Counsel, National Railroad  
Passenger Corporation

City of Washington ss:  
District of Columbia

SUBSCRIBED AND SWORN before me this  
3<sup>RD</sup> day of DECEMBER, 1971.

Lawrence B. Church  
Lawrence B. Church  
Notary Public

My commission expires:

My Commission Expires Dec. 31, 1972